HIGHLY CONFIDENTIAL

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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VIACOM INTERNATIONAL, INC., COMEDY PARTNERS, COUNTRY MUSIC TELEVISION, INC., PARAMOUNT PICTURES CORPORATION, and BLACK ENTERTAINMENT TELEVISION, LLC,

Plaintiffs,

vs. No. 07-CV-2203

YOUTUBE, INC., YOUTUBE, LLC, and GOOGLE, INC.,

Defendants.

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THE FOOTBALL ASSOCIATION PREMIER LEAGUE LIMITED, BOURNE CO., et al., on behalf of themselves and all others similarly situated,

Plaintiffs,

vs. No. 07-CV-3582

YOUTUBE, INC., YOUTUBE, LLC, and GOOGLE, INC.,

Defendants.

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VIDEOTAPED DEPOSITION OF GIDEON YU

MENLO PARK, CALIFORNIA

FRIDAY, AUGUST 14, 2009

JOB NO. 17485

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AUGUST 14, 2009

9:16 A.M.

HIGHLY CONFIDENTIAL VIDEOTAPED DEPOSITION OF GIDEON YU, at PERKINS COIE, 101 Jefferson Drive, Suite 2000, Menlo Park, California, pursuant to notice, before me, KATHERINE E. LAUSTER, CLR, CRR, RPR, CSR License No. 1894.

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Also Present: LOU MEADOWS, Videographer

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12:35:32 A. Who -- I would repeat the question. Who
12:35:35 is "they" in that case?
12:35:37 Q. The Google side in the negotiations to
12:35:40 you -- did they explain to you why they wanted a --
12:35:43 a litigation reserve and escrow for copyright
12:35:48 infringement lawsuits?
12:35:49 A. Only that it was part of the package that
12:35:52 they -- that they proposed as well as the
12:35:56 acquisition. And that, you know, if I were to -- as
12:35:59 I said before, I -- the -- the only response that I
12:36:02 recall getting was something that seemed just to
12:36:05 restate why I asked them, which is that they want to
12:36:08 have protection in case of certain things happening,
12:36:11 representations, warranties, these kind of things.
12:36:14 Q. Did you negotiate with them -- with "them"
12:36:16 being the Google side of the negotiations -- over
12:36:20 the size of the escrow vis-a-vis the overall merger
12:36:26 consideration?
12:36:26 MR. WILLEN: Objection to the form.
12:36:30 THE WITNESS: I negotiated the overall
12:36:35 size of the escrow with -- with Google in the sense
12:36:40 that, you know -- and again, as is typical in any
12:36:44 kind of M&A con- -- or most M&A contexts, the
12:36:49 acquirer would want to have a larger escrow; the

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seller would want to have a smaller escrow. So I was pushing for a smaller escrow.

BY MR. WILKENS:

Q. Besides talking with David Drummond, who I think you mentioned earlier that you had --

A. Yes.

Q. -- discussions with, who -- did you have conversations with anybody else at Google during these negotiations over the terms of the Google/YouTube merger?

A. Can you give me a rough -- rough time period that -- that I can answer that question on?

Q. Between September 25th, 2006, and October 9th, 2006.

A. So I don't recall specifically conversation dates, but the -- on the Google side, you know, during the course of these discussions on or around this date, I would have spoken with Matt Sucherman, and before signing the agreement, I briefly spoke with Eric Schmidt.

Q. And do you recall what you spoke to Eric Schmidt about before the agreement was signed?

A. I don't recall specifically. The -- the -- we were talking just generally about, you

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